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Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' SIXTY-THIRD OMNIBUS
OBJECTION TO CLAIMS (SATISFIED
CLAIMS)**

**Response Deadline:
March 24, 2021, 4:00 p.m. (PT)**

Hearing Information If Timely Response Made:

Date: April 7, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP ("**AlixPartners**"), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC ("**APS**"). APS was previously retained to
6 provide interim management services to Pacific Gas and Electric Corporation and Pacific Gas and
7 Electric Company, as debtors and reorganized debtors (collectively, the "**Debtors**," or, as reorganized
8 pursuant to the Plan, the "**Reorganized Debtors**") in the above-captioned chapter 11 cases (the
9 "**Chapter 11 Cases**"). I submit this Declaration in support of the *Reorganized Debtors' Sixty-Third*
10 *Omnibus Objection to Claims (Satisfied Claims)* (the "**Omnibus Objection**"),¹ filed contemporaneously
11 herewith.

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
13 component of AlixPartners' assignment to assist the Reorganized Debtors with various matters related
14 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
15 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
16 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
17 respect to Securities Claims. I am generally familiar with the Reorganized Debtors' day-to-day
18 operations, financing arrangements, business affairs, and books and records. Except as otherwise
19 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
20 knowledge of other AlixPartners professionals working under and alongside me on this matter, my
21 discussions with the Reorganized Debtors' personnel, the Reorganized Debtors' various other advisors
22 and counsel, and my review of relevant documents and information prepared by the Reorganized
23 Debtors. If called upon to testify, I would testify competently to the facts set forth in this Declaration. I
24 am authorized to submit this declaration on behalf of the Reorganized Debtors.

25 3. The AlixPartners team under my supervision has been actively and intimately involved
26 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.

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28 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
the Omnibus Objection.

1 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the
2 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
3 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
4 of filed claims based on those schedules and books and records. AlixPartners has developed and
5 maintains a claims reconciliation database and various data management applications that are used by
6 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
7 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
8 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
9 resolve disputed claims, including by formal objections as necessary.

10 4. As part of the claims review and reconciliation process described above, the AlixPartners
11 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number
12 of filed and scheduled claims that have been fully paid—and thus completely satisfied and released—
13 prior to the commencement of or over the course of these Chapter 11 Cases. The Omnibus Objections
14 are directed to some of those claims—those specifically identified in **Exhibit 1** to the Omnibus
15 Objection, in the column headed "Claims To Be Disallowed and/or Expunged," and referred to in the
16 Omnibus Objections as "Satisfied Claims." **Exhibit 1** to the Omnibus Objection was prepared by the
17 AlixPartners team under my overall supervision, and I am familiar with both documents, their contents,
18 and the process under which they were prepared.

19 5. **Exhibit 1** to the Omnibus Objection also identifies in the "Basis for Objection" that the
20 Satisfied Claims are classified either: (a) "Other Satisfied," referring to claims that have otherwise been
21 satisfied prior to or during the pendency of these Chapter 11 Cases, in some cases by payments pursuant
22 to an order granting one of the Debtors' first day motions; (b) "Cure Payments," referring to Claims paid
23 in their entirety as a cure as part of the assumption of an executory contract or unexpired leased that was
24 assumed during the bankruptcy proceeding or on the Effective Date pursuant to the Plan and
25 Confirmation Order; or (c) "Tax Claims," meaning claims relating to property and other taxes that have
26 been paid by the Debtors and Reorganized Debtors either pursuant to the *Final Order Pursuant to 11*
27 *U.S.C. §§ 105(a), 363(b), 507(a), and 541 and Fed. R. Bankr. P. 6003 and 6004 Authorizing Debtors to*
28 *Pay Prepetition Taxes and Assessments and Granting Related Relief* [Docket No. 698] or in the ordinary

1 course of business and thus are fully satisfied. Each Claimant retains its non-bankruptcy remedies with
2 respect to post-petition tax claims. In some cases, the Tax Claim is a duplicate of a surviving Tax Claim
3 that has been fully satisfied and is therefore considered fully satisfied by payment of the surviving claim.

4 6. Based on AlixPartners' review of the Reorganized Debtors' books and records and my
5 team's consultations with the Reorganized Debtors' personnel, each of the Satisfied Claims identified
6 on Exhibit 1 to the Omnibus Objection has been satisfied prior to or over the course of the Chapter 11
7 Cases.

8 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
9 correct to the best of my knowledge, information, and belief. Executed this twenty-fifth day of February,
10 2021, in Dallas, Texas.

11 /s/ Robb McWilliams
12 Robb McWilliams
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